

RECORDATION NO. 30323-A FILED

AUG 24 '12 -3 13 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318 7575
Fax 847.318 7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

August 22, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease dated November 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 30323.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee	TTX Company
	One O'Hare Centre		101 North Wacker Drive
	6250 River Road, Suite 5000		Chicago, IL 60606
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for one hundred three (103) box cars having TOFX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board, covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Durnie
Senior Documentation Specialist

Enclosures
(TTX016)

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ASSGN. NO.: TTX016

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of November, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TTX Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 29, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 29, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Name: JOHN J. THOMAS
PRESIDENTBy: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR
Title: OF DOCUMENTATIONExecuted on this 6th day of January, 2012.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of January, 2012.
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

TTX COMPANY

ATTEST:

By: Kathleen Savard

Name: KATHLEEN SAVARD

Title: V.P./chief financial officer

By: A. E. Treadway

Name: Anne E. Treadway

Title: Asst Corp. Secretary

Executed on this 4th day of January, 2012.

[CORPORATE SEAL]

STATE OF IL

COUNTY OF COOK

I, Mary Iden, a Notary Public of the County and State aforesaid, certify that Kathleen Savard personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of Jan, 2012.

Mary Iden
Notary Public

Commission Expires:

10-14-13
(Notary Public)

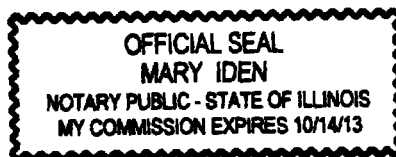


EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: **One hundred three (103)**

DESCRIPTION OF CARS: **Boxcars**

CAR NUMBERS:

Prior Init	Prior Number	New Init	New Number
NOKL	570525	TOFX	887016
NOKL	571400	TOFX	887017
NOKL	571401	TOFX	887018
NOKL	571402	TOFX	887019
NOKL	571403	TOFX	887020
NOKL	571404	TOFX	887021
NOKL	571405	TOFX	887022
NOKL	571406	TOFX	887023
NOKL	571407	TOFX	887024
NOKL	571408	TOFX	887025
NOKL	571409	TOFX	887026
NOKL	571410	TOFX	887027
NOKL	571411	TOFX	887028
NOKL	571412	TOFX	887029
NOKL	571413	TOFX	887030
NOKL	571414	TOFX	887031
NOKL	571415	TOFX	887032
NOKL	571416	TOFX	887033
NOKL	571417	TOFX	887034
NOKL	571418	TOFX	887035
NOKL	571419	TOFX	887036
NOKL	571420	TOFX	887037
NOKL	571421	TOFX	887038
NOKL	571422	TOFX	887039
NOKL	571423	TOFX	887040
NOKL	571424	TOFX	887041
NOKL	571425	TOFX	887042
NOKL	571426	TOFX	887043
NOKL	571427	TOFX	887044
NOKL	571428	TOFX	887045
NOKL	571429	TOFX	887046
NOKL	571430	TOFX	887047
NOKL	571431	TOFX	887048
NOKL	571432	TOFX	887049
NOKL	571433	TOFX	887050
NOKL	571434	TOFX	887051

EXHIBIT A TO MEMORANDUM OF LEASE

NOKL 571435	TOFX 887052
NOKL 571436	TOFX 887053
NOKL 571437	TOFX 887054
NOKL 571438	TOFX 887055
NOKL 571439	TOFX 887056
NOKL 571440	TOFX 887057
NOKL 571441	TOFX 887058
NOKL 571442	TOFX 887059
NOKL 571443	TOFX 887060
NOKL 571444	TOFX 887061
NOKL 571445	TOFX 887062
NOKL 571446	TOFX 887063
NOKL 571447	TOFX 887064
NOKL 571448	TOFX 887065
NOKL 571449	TOFX 887066
NOKL 571450	TOFX 887067
NOKL 571451	TOFX 887068
NOKL 571452	TOFX 887069
NOKL 571453	TOFX 887070
NOKL 571454	TOFX 887071
NOKL 571455	TOFX 887072
NOKL 571456	TOFX 887073
NOKL 571457	TOFX 887074
NOKL 571458	TOFX 887075
NOKL 571459	TOFX 887076
NOKL 571460	TOFX 887077
NOKL 571461	TOFX 887078
NOKL 571462	TOFX 887079
NOKL 571463	TOFX 887080
NOKL 571464	TOFX 887081
NOKL 571465	TOFX 887082
NOKL 571466	TOFX 887083
NOKL 571467	TOFX 887084
NOKL 571468	TOFX 887085
NOKL 571469	TOFX 887086
NOKL 571470	TOFX 887087
NOKL 571471	TOFX 887088
NOKL 571472	TOFX 887089
NOKL 571473	TOFX 887090
NOKL 571474	TOFX 887091
NOKL 571475	TOFX 887092
NOKL 571476	TOFX 887093
NOKL 571477	TOFX 887094
NOKL 571478	TOFX 887095
NOKL 571479	TOFX 887096

EXHIBIT A TO MEMORANDUM OF LEASE

NOKL 571480	TOFX 887097
NOKL 571481	TOFX 887098
NOKL 571482	TOFX 887099
NOKL 571483	TOFX 887100
NOKL 571484	TOFX 887101
NOKL 571485	TOFX 887102
NOKL 571486	TOFX 887103
NOKL 571487	TOFX 887104
NOKL 571488	TOFX 887105
NOKL 571489	TOFX 887106
NOKL 571490	TOFX 887107
NOKL 571492	TOFX 887108
NOKL 571493	TOFX 887109
NOKL 571494	TOFX 887110
NOKL 571495	TOFX 887111
NOKL 571496	TOFX 887112
NOKL 571497	TOFX 887113
NOKL 571498	TOFX 887114
NOKL 571499	TOFX 887115
NOKL 570304	TOFX 887116
NOKL 570314	TOFX 887117
NOKL 570388	TOFX 887118